



SAFETY, HEALTH AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER

Introduction

The Board of Metminco Limited (Metminco or the Company) has established an Environment, Occupational Health and Safety Committee (Committee) to assist the Board in fulfilling its responsibilities in relation to environment, occupational health and safety for Metminco and its subsidiaries (Group).

The role of the Committee is to review and make recommendations to the Board on:

- The adequacy, integrity and effectiveness of the policy, critical systems, internal controls, and processes and procedures used to manage occupational health and safety, social and environmental matters.
- Risk control management and information systems in connection with occupational health and safety, social and environmental concerns.
- The adequacy of the Group's (including its joint ventures) compliance programmes to ensure compliance with all applicable laws, regulations and standards and any other regulatory requirements in respect of the environment, social and occupational health and safety matters.
- The existence of a culture designed to build and foster environment, social and occupational health and safety leadership and appropriate behaviours consistently at all levels within the Group.
- The performance of the Group including reports on material issues such as serious injury or death, significant environmental incidents or social matters associated with the Group's operations.
- The impact of changes and emerging issues in occupational health and safety, social and environment legislation, community expectations, research findings and technology.
- Compliance with relevant regulations in the applicable jurisdictions and the *NSW Work Health and Safety Act 2011*; the *NSW Environmental Planning and Assessment Act 1979*, and the *NSW Mining Act 1992*.

Membership

- The Committee and the Committee Chairman will be appointed by the Board and comprises a minimum of two non-executive directors (Members). A quorum shall be 2 Members. Each Member shall have one vote with no casting vote by the Chairman.
- The Chairman shall be an independent non executive Director.
- The term of appointment as a Member is for one year, with Committee Members generally being eligible for re-appointment subject to the composition requirements for the Committee. Membership of the Committee is disclosed in the Annual Report.
- Executive Directors are not eligible to be Members of the Committee.
- The effect of ceasing to be a Director of the Board is the automatic termination of appointment as a Member of the Committee.



SAFETY, HEALTH AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER

- It is appropriate that Members of the Committee have a range of different backgrounds, skills and experiences, having due regard to the operational risk profile of the Metminco Group.
- The Board may engage outside experts (either as Members or advisers) to strengthen the Committee.

Meetings and Attendance

- The Committee should meet at least two (2) times per year. Additional meetings may be held as the work of the Committee demands.
- The Chairman will call a meeting of the Committee if so requested by any Committee Member, Director or Secretary.
- The Company Secretary will be Secretary of the Committee.
- As necessary or desirable, the Chairman may invite Members of management and or external consultants to be present at meetings.
- Each meeting will be properly notified and an agenda prepared and distributed by the Secretary in conjunction with the Chairman.
- Proceedings of all Committee meetings are minuted and signed by the Chairman.
- The Chairman is to report on the meeting (including recommendations) at the next Metminco Board Meeting.

Authority

The Committee is authorised to:

- seek any information it requires in order to perform its duties from any employee of the Group; and,
- obtain, at the Group's expense subject to prior approval of the Chairman of the Board (such approval not to be unreasonably withheld), external professional or expert advice on any matter within its charter.

Duties and Responsibilities

Occupational Health and Safety

The Committee's primary responsibilities, within the governance structure of the Metminco Group are to:

- review and monitor the effectiveness of the Group's (and its joint ventures) health and safety management systems, including the adequacy of the processes and internal controls in place to identify, assess and avoid health and safety risks;
- ensure that management of contractors and joint ventures are provided with the necessary information to enable them to comply with the Group's health and safety management systems;
- monitor health and safety performance, including lead and lag indicators with a view to providing optimal outcomes for employees, the community and investors;

SAFETY, HEALTH AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER

- monitor the Group's compliance with all relevant government health, safety and environmental legislation including the *NSW Work Health and Safety Act 2011*;
- regularly review health and safety risks and issues considered to be high or extreme and review emergency action plans and contingency plans in relation thereto;
- review any serious injury;
- review the Group's (including joint ventures) health and safety initiatives and programmes and most importantly, their success or failure; and
- consider reports submitted by management on health and safety performance and issues.

Environment

The Committee's primary responsibilities, within the governance structure of the Metminco Group are to:

- monitor the systems and processes the Group (including joint ventures) has in place to achieve compliance with all environmental laws and the requirements of regulatory authorities, and in particular establishing and maintaining an appropriate "corporate culture" of safe working practices and concern for the environment, so as to comply with all applicable laws, regulations and standards;
- develop and foster ethical standards consistent with the Group's values having regard to the legitimate interests of all relevant stakeholders who may have an interest in or be affected by the activities of the Group;
- identify and address risks at each Group project, including consideration of community and cultural heritage concerns and setting up procedures for ensuring that appropriate action is taken to ensure compliance with all relevant legislation and community expectations including the *NSW Environmental Planning and Assessment Act 1979*;
- review the Group's environmental and greenhouse gas footprint and tracking performance indicator trends and requirements;
- review any major environmental incident with a view to providing the Board with detailed information and, if necessary preparing a report for the Chairman of the Board to be delivered at a general meeting of shareholders;
- review environmental targets and monitor their implementation;
- consider reports submitted by management on environmental performance and issues; and, consider reports submitted by management on environmental policies.

Social

The Committee's primary responsibilities, within the governance structure of the Metminco Group are to:

- review the systems and processes the Group has in place to measure its broad, socio-economic impacts in the communities in which it operates,
- assess the Group's community and social targets and monitor their implementation and achievement;



SAFETY, HEALTH AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER

- promote sustainable local socio-economic development in the communities in which it operates;
- promote use of local labour, where it is operationally and commercially viable;
- foster a culture within the Group of constructive, transparent and regular engagement with local stakeholders;
- to promote alternative income generation opportunities and skills development to help development of the the communities in which it operates
- to promote use of local suppliers and provide assistance to potential and active suppliers to help them improve their business and management processes;
- monitor compliance with all laws, requirements of regulatory authorities and codes of conduct with respect to the Group's community and social obligations including the *NSW Mining Act 1992*.

Review of the Committee's Performance and this Charter

- The Committee will review its performance and compliance with its terms of reference on an annual basis.
- The Committee will review its Charter on an annual basis.